**DECLARATION AND POWER OF ATTORNEY**

We, the below named inventors, hereby declare that:

Our residences, post office addresses, and citizenships are as stated below next to our respective names.

We believe we are the original, first, and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled PRECISE CMOS IMAGER TRANSFER FUNCTION CONTROL FOR EXPANDED DYNAMIC RANGE IMAGING USING VARIABLE-HEIGHT MULTIPLE RESET PULSES the specification of which was filed with the United States Patent and Trademark Office on January 5, 2004 as Serial No. 10/751,562.

This application claims priority under 35 U.S.C §119 (e) from United States provisional Patent Application Serial No. 60/438,683, filed January 8, 2003.

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment specifically referred to above.

We acknowledge the duty to disclose information which is material to patentability in accordance with Title 37, Code of Federal Regulations, Section 1.56.

We hereby declare that all statements are made hereby of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

And we hereby appoint:

Maurice E. Gauthier	- Reg. No. 20,798
Matthew E. Connors	- Reg. No. 33,298
William E. Hilton	- Reg. No. 35,192
Patrick J. O'Shea	- Reg. No. 35,305
Arlene J. Powers	- Reg. No. 35,985
Richard L. Stevens, Jr.	- Reg. No. 44,357
Peter S. Stecher	- Reg. No. 47,259

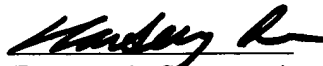
all of the firm of Gauthier & Connors, LLP, our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

We request that all correspondence be directed to:

Gauthier & Connors, LLP
225 Franklin Street, Suite 3300
Boston, Massachusetts 02110

Attn: Matthew E. Connors

Hae-Seung Lee
(Inventors Name)


(Inventor's Signature)

5/17/04
(Date)

63 Notre Dame Road
Bedford, MA 01730
(Residence)

South Korea
(Citizenship)

Same as Residence
(Post Office Address)

Keith Glen Fife
(Inventors Name)


(Inventor's Signature)

5/14/04
(Date)

71 Barnes Court, Apt. C
Stanford, CA 94305
(Residence)

U.S.A
(Citizenship)

Same as Residence
(Post Office Address)

Lane G. Brooks
(Inventors Name)


(Inventor's Signature)

5/14/04
(Date)

24 Rosedale Road
Watertown, MA 02472
(Residence)

U.S.A.
(Citizenship)

Same as Residence
(Post Office Address)